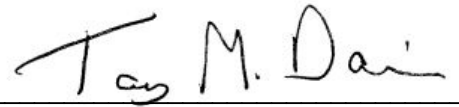




IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: January 31, 2017.

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
MIDLAND DIVISION

TONY M. DAVIS
UNITED STATES BANKRUPTCY JUDGE

IN RE:	§	
ARABELLA PETROLEUM	§	
COMPANY, LLC,	§	CASE NO. 15-70098-TMD-11
	§	
Debtor.	§	CHAPTER 11

**AGREED ORDER REGARDING MORRIS D. WEISS, CHAPTER 11 TRUSTEE FOR
ARABELLA PETROLEUM COMPANY, LLC'S MOTION TO APPROVE AND
RATIFY ACTIONS BY TRUSTEE**

Came on for consideration Morris D. Weiss, Chapter 11 Trustee's ("**Trustee**") Motion to Approve and Ratify Actions by Trustee (the "**Motion**"). In addition to the Trustee, counsel for Bart Schwartz, in his capacity as SEC Receiver for Platinum Partner Credit Opportunities Master Fund, LP and its subsidiary Platinum Long Term Growth VIII, LLC ("**SEC Receiver**"), Arabella Exploration, LLC ("**AEX**") and the Official Committee of Unsecured Creditors for the Debtor (the "**Committee**") appeared (collectively the "**Parties**"). The Parties announced an agreement on the terms set forth below, and the Court finds that the agreement announced should be approved. It is, therefore,

ORDERED that the Trustee's actions in executing and agreeing to the Samson Tag-Along right letter and Brigham Tag-Along right letter (as set forth in the Motion) are ratified and approved *nunc pro tunc* as of their dates execution; and it is further

ORDERED that the Trustee is authorized to deliver and execute any further documents necessary in furtherance of the consummation of the transactions contemplated by the Samson Tag-Along right letter and Brigham Tag-Along right letter (collectively the “**Tag-Along Rights**”) without the need for any additional relief from this Court; and it is further

ORDERED that the funds received by the Trustee from the exercise of such Tag-Along Rights (the “**Funds**”) shall be deposited in the Trustee’s bank account for this case. No determination is made at this time regarding the ownership of or any Party or entity’s interest in such Funds. For a period of ninety (90) days from entry of this Order, the Trustee may not seek to use any such Funds without agreement of the Parties, provided, however, that the Trustee may, at any time, seek use of such funds to pay amounts to Founders Oil & Gas, LLC, subject to objections of the SEC Receiver and AEX, if any, and approval by this Court; and it is further

ORDERED that SEC Receiver shall have a period of ninety (90) days from entry of this Order, which may be extended by order of this Court, to commence an adversary proceeding to determine ownership of the Funds and any other Tag-Along rights which may be in dispute; nothing herein shall preclude the Trustee from instituting an adversary proceeding at any time to determine such matters, subject to the effect of the automatic stay in the AEX bankruptcy case. The Parties are directed to confer and make reasonable efforts to resolve any issues regarding the stay in this case and the AEX case as the stay may affect such adversary proceeding; and it is further

ORDERED that the SEC Receiver shall have standing in this case for all purposes as a party-in-interest (without prejudice to the ability of the SEC Receiver to contend it is a creditor), and nothing herein shall waive any rights the SEC Receiver may have in connection with the pending SEC receivership in the Eastern District of New York, case no. 16-cv-6848 including

without limitation the right of the SEC Receiver to seek a stay on the basis of any order entered in the Receivership action in New York Case no. 16-cv-6848 which may or may not apply to this bankruptcy case or the bankruptcy case of AEX, and for which the Trustee and AEX reserve all rights to contest or dispute.

###

AGREED:

/s/ Mark C. Taylor

Mark C. Taylor
Waller Lansden Dortch & Davis, LLP
Counsel for Trustee

/s/ Michael Baum

Michael Baum
Schafer and Weiner, PLLC
Counsel for SEC Receiver

/s/ Raymond Battaglia

Raymond Battaglia
Counsel for Arabella Exploration, LLC

/s/ Ken Green

Ken Green
Counsel for the Committee